Case 15-33896-KRH Doc 1751 Filed 03/10/16 Entered 03/10/16 15:20:57 Desc Main Document Page 1 of 8

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

Chapter 11

Alpha Natural Resources, Inc., et al., Case No. 15-33896 (KRH)

Debtor Jointly Administered

OBJECTION TO THE THIRD OMNIBUS MOTION OF THE DEBTORS FOR AN ORDER (I) AUTHORIZING THEM TO (A) REJECT CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY AND (B) ASSUME CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY, (II) EXTENDING THE DEADLINE TO ASSUME OR REJECT CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY AND (III) GRANTING RELATED RELIEF

Mary Evelyn Amstutz, Anne E. Franklin, Mary Evelyn Amstutz Testamentary Trust, Nancy P. Gettinger, John Paul Organ and Judith Lynn Organ ("the Objectors"), by counsel, file this objection (the "Objection") to the Debtors' proposed cure amount required for the assumption of a certain override agreement between Objectors and debtor Alpha Wyoming Land Company, LLC, and seek adequate assurance of future performance for any assignee of the lease in the context of the Debtors' bankruptcy cases (the "Bankruptcy Cases"). In support of their Objection, the Objectors state as follows:

Augustus C. Epps, Jr., Esquire (VSB No. 13254)

Michael D. Mueller, Esquire (VSB No. 38216)

Jennifer M. McLemore, Esquire (VSB No. 47164)

CHRISTIAN & BARTON, LLP

909 East Main Street, Suite 1200 Richmond, Virginia 23219-3095

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- 1. The Court has jurisdiction over this core proceeding pursuant to 28 U.S.C. §§ 157 and 1334 and 11 U.S.C. §§ 365 and 503(b), and venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
- 2. On August 3, 2015 (the "Petition Date"), each Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered.
- 3. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
- 4. The Objectors are the successors in interest to John E. Organ, beneficiary of an override agreement (the "Agreement") memorialized in a Memorandum of Agreement executed on the 9th day of July, 1974, by and between John E. Organ and Eunice Organ, husband and wife, and Amax, a New York corporation, successor in interest to Ayrshire Collieries Corporation and predecessor in interest to Alpha Wyoming Land Company, LLC, under the terms of which (and under the terms of a Settlement Agreement dated January 18, 1969) the Objectors are to receive payment of royalties through December 31, 2019. The Memorandum of Agreement was recorded in the land records of Campbell County, Wyoming on July 29, 1974 in Book 299 at pane 284.
- 5. On February 28, 2016, the Debtors served upon the Objectors the Third Omnibus Motion Of The Debtors For An Order (I) Authorizing Them To (A) Reject Certain Unexpired Leases Of Nonresidential Real Property And (B) Assume Certain Unexpired Leases Of Nonresidential Real Property, (II) Extending The Deadline To Assume Or Reject Certain

Case 15-33896-KRH Doc 1751 Filed 03/10/16 Entered 03/10/16 15:20:57 Desc Main Page 3 of 8 Document

Unexpired Leases Of Nonresidential Real Property And (III) Granting Related Relief (the

"Notices").

The Motion proposes the assumption of the Agreement. 6.

7. The Notice proposes a cure amount of \$0.00 required for assumption pursuant to

11 U.S.C., § 365(b). The Objectors object to the Debtors' proposed cure amount of \$0.00.

8. On February 12, 2016, each Objector filed his, her or its proof of claim, which set

forth his, her or its proper cure amount (POC Nos. 8244, 8255, 8262, 8273, 8288 and 8357). The

correct cure amounts are shown on Exhibit A hereto and on the proofs of claim.

Prior to any assumption or assignment of the Agreement, the Debtors are required 9.

by 11 U.S.C. § 365(b)(1) to provide adequate assurance (a) that the Debtors will promptly cure

all defaults under the Agreement, and (b) of the future performance of a proposed assignee under

the terms of the Agreement.

WHEREFORE, the Objectors object and request (a) that assumption of the Agreement be

conditioned upon determination and payment of the proper cure amounts to each Objector;

(b) that the undisputed amounts of all cures be paid or provided for by the Debtors prior to

assumption of the Agreement; (c) that disputed cure amounts be escrowed pending resolution of

the dispute; (d) that there be a proper showing of adequate assurance of future performance by

the assignee of the Agreement, including any assignee's ability to perform thereunder; and

(e) such other and further relief as this Court deems just and proper.

Dated: March 10, 2016

MARY EVELYN AMSTUTZ, ANNE E. FRANKLIN, MARY EVELYN AMSTUTZ TESTAMENTARY TRUST, NANCY P. GETTINGER, JOHN PAUL ORGAN AND JUDITH LYNN ORGAN

3

By: /s/ Augustus C. Epps, Jr.

Augustus C. Epps, Jr., Esquire (VSB No. 13254) Michael D. Mueller, Esquire (VSB No. 38216) Jennifer M. McLemore, Esquire (VSB No. 47164)

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Counsel for the Objectors

CERTIFICATE OF SERVICE

I hereby certify that on March 10, 2016, I caused a copy of the foregoing pleading to be served by email on the Core Parties, 2002 List Parties, the Affected Parties as shown on Exhibit B, and all parties receiving notices in this case through the ECF system.

/s/ Augustus C. Epps, Jr Augustus C. Epps, Jr.

Exhibit A

Objection	Cure Amount
Mary Evelyn Amstutz	\$160,622.06
Anne E. Franklin	\$ 98,281.07
Mary Evelyn Amstutz Testamentary Trust	\$160,622.06
Nancy P. Gettinger	\$219,411.43
John Paul Organ	\$ 98,281.07
Judith Lynn Organ	\$ 98,281.07

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Exhibit B

Debtors Coursel to Vosaloh Track Material Inc	Albha Natural Resources, Inc. Arthur & Control Pf.	Richard H. Vorheil, Eso.	EVP. General Courses and Coro Sec	ADDRESS2 One Albha Place	ADDRIESSA PO Box 16429	Brisio	SYATE ZIP	COUNTRY	rvorbeiti alatann com
Counsel for rate of West Virginia Department of Environmental Protection (TDEPT)		Kevin W Barrett	209 Capitol St	to six and occ.		Charleston		03 215-248-3162 215-963-9999 304-345-6555 304-342-110	Auftack-Rarcherfaw.com
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Course to Cole & Crane Real Estate Trust Official Committee of Unsecured Creditors	Contributed inspecting of the P.C. Contributed Weeds P.L.C. CB Mining, Inc.		30 W Frankin Rd Sie 600 1002 3rd Ave 225 Berry Road	PO Box 1835		Roanoke	VA 24010-2470 WV 25701		mbleck/fibrowsw.com ancaste@canabethwods.com
Counsel to AtG Commediat Equipment Finance Inc. Concessed for Natural Resource Partners L.P., WFP ELC, ACRE L.C., and CST L.L.C (NRP). Pocarbonta Land Comments Morting Equipment Partners Comments Morting Equipment	, Chadhourne & Parke LLP	Doodas E Deutsch & Marc B Rotman	1301 Ave of the Americas			New York		22 212-408-5100 212-541-5369	dekutschaltchadboume.com, molimanifichodboume.com
Land Company, LLC	Christian & Barton, LLP	Michael D. Mueller & Jennifer M. McLemore	909 E Main St Ste 1200			Retimond	VA 23219-3095	804-697-4100 804-697-6112	nimusiter@cblaw.com; snolemova@cblaw.com
Corneal to Synay, Land Company, LLC, Remiscy River Properties LLC, Powder River Energy Corp. Pocahonias Land Company, Judiels Southern Railway Company, Persbay Usilists Company, Mayo Mandischinny Comtume Visitis Company, Mayo Mandischinny	Chronical Banks 110								
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Postpotition Lenders Counsel Coursel to Commonwealth of Pennsylvania, Department of Environmental Protection	CITICORP NORTH AMERICA, INC., AS ADMINISTRATIVE AGENT CRAB Gordon & Reindel LLP Commonwealth of Perrayvaria, Department of Environmental Rethan J Grathowall	4) Catal Gordon & Roindel LLP Barbara J Grahowski	.80 Pine St. Office of Chair Comment	Attn William Miles		New York	NY 10005		wmiter@cahal com
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Coursel to Citizop North America, inc., as Administrative and Collatera Agent under the Debtoss' Preposition	ATT SOURCE OF THE ORIGINAL CONTRACT	Thomas C Bell	1550 Severiteenth St Ste 500			Deriver	00 80203	303-882-8400 303-693-1379	con befoldasiaw com daman schaibo@davapch.com;
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Coursell to Computerstand Trust Commy, NA, and Computerstante Trust Company of Canada, as successor Indonture Trustae (the Tredentere Trustee). Coursell for Three Robeltoe Services Coursel for Three Rivers Marries and Bail Tennions.	Orenter Biddle & Reath LP DurretteChurb LLC	Mark H.M. Sodowsky C.D. Rown J. Flith	1500 K St. N.W., State 1100 1111 E Main St 16th Ft	iron City Workplace Services		Weshington RICHMOND	DC 20005 VA 23219	202-054-137 202-236-5364 R04-775-6900 804-775-6911	Linak sosrowskydlör com bavionallörarellecrump com
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Coursel to General Engineering Co. of Verginia and Its affiliate, W.C. Hydraches, I.I.C.		KANIN DREW VAICA	201 MERRITT 7 900 Surieval Plaza	PO 8ex 40013		NORWALK	CT 00051		TANK TO THE STATE OF THE STATE
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and Retrement Funds Counsel to the United Mine Werhars of America Health	Morgan Lewis & Bockus LLP	John C Goodchas III	1701 Market St			Philadelphia	64 Vd	19103-2921	215-963-5000 215-963-5001	igoodchid@morganinms.com
and Retrament Funds	Morann Lewis & Bockus LLP	Jula Frost-Davies	One Foderal St			Boston	NA 02	02110	017-341-7700 617-341-7701	kés fost-davies@morganlewis.com
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Counties to Commonwealth of Pennsylvania, Department of Revenue	Office of Attorney General	Carol E Momban	21 \$ 12th St 3rd F1			Philadelphia	PA 19	19107-3603	215-560-2128 215-560-2202	cmomérci@attornevgeneral gov
Office of the United States Trustee for the Eastern District of Vietners Owners to The Royal Bank of Scotland PLC Dennius Diservice States and Concession Chicaia Committee of University Concession	Orice of the United States Trustee Orice Hearthcase & Suddille LIP Orice Hearthcase (Contemp Contention Denotes Benefit Contemp Contention Denotes Benefit Contemp Contention	Attn. Robort B. Van Ardalen, Eso Rankero Daversa, Jr. & Monka Pontako Corporate France & Restructuma Department	701 East Broad Street 51 W 52nd St 1200 K Street, NV	Surte 4304		Richmond New York Washington	20 4 A	23219 10019-6142 20005-4026	804-771-2319 804-771-2330 212-506-5090 212-506-5151 202-328-4070	USTPRAGIONA THE ECT @sadoj gov. I usat na bornsoen@usodoj gov. I daversadiovnick com. moemianno@omsk com i efele@sboc.cov.
Counsel to Pension Benefit Guaranty Corporation	Pension Benefit Guaranty Corporation	Louise A Fennell & John Holland Ginsberg	1200 K Street NW			Washington		20005-4026	202-326-4020 exi3276, 3714 202-326-4112	fermal louisa@phgc.gov; effe@phgc.gov; enterno interface.cov
Countel to Cleveland Brothers Ecuépment Company, Inc. Pepper Hamilton LL.P	Popper Hamilton LLP	Herry J. Jaffa & John H. Schanne II	Hencules Plaza Ste 5100	1313 Market St	PO Box 1709	Wilmington		19899-1709	302-777-6500 302-421-8390	arbaneel@percertaw.com.jaffeb@nercontaw.com
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C. Griffith, and Cymhra C. Griffith as next thend of Sydney Jodf Mane Griffith, a restor. Top 50; Counsel to Hugh M. Caperton, Harman.	7 . Rawle, McNoils & Mitchell, P.C.	Edward J McNels IR	211 Rockets Way Sto 100			Richmond	VA 233	23231	804-344-0038 804-782-0133	enconsistinavismoneia, com
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Contract to Union Pacific Ratinged Company Union Datellie Relationd Company Union Minw Workers of America, Cificial Committee of United Nine Workers of America United Nine Workers of America	Union Pacific Relitord Company United Mine Workers of America	Mary Ann Kilooke & Jennie L Anderson Alth. Grand Grandell. General Coursel	1400 Douglas St STOP 1580 1835 Chambro Galeway Drive	Sizin 200		Omaha	NE . 68	68179	402-544-1165	makhaoreittus com PandersOl-fitus com